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ARAZOZA & FERNANDEZ

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Division of Corporations

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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 617-6393

From:

Account Name : ARAZOZA, COMAS, DE TORRES & FERNANDEZ, A.A.
Account Number : 076624003440
Phone : (305) 444-6226
Fax Number : (305) 442-4829

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**FLORIDA/FOREIGN LIMITED LIABILITY CO.
CLIP TV, LLC.**

Certificate of Status	1
Certified Copy	0
Page Count	03
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C. LEWIS

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EXAMINER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

CLIP TV, LLC

The undersigned members to these Articles of Organization hereby associate themselves together to form a Limited Liability Company under the laws of the State of Florida.

ARTICLE I
NAME

The name of this Limited Liability Company is: CLIP TV, LLC

ARTICLE II
GENERAL NATURE OF BUSINESS

The Limited Liability Company may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
TERM OF EXISTENCE

This Limited Liability Company is to exist perpetually. The Limited Liability Company's business will continue without regard to the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

ARTICLE IV
ADDRESS

The principal office and mailing address of this Limited Liability Company in the State of Florida is 2100 SALZEDO STREET, SUITE 201, CORAL GABLES, FL 33134. The Board of Managers may from time to time move the principal office to another address in Florida.

ARTICLE V
REGISTERED OFFICE, REGISTERED AGENT

That CLIP TV, LLC, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization at the County of Miami-Dade, State of Florida, hereby designates ARAZOZA & FERNANDEZ-FRAGA, P.A., as its Registered Agent to accept services within the State. The registered office of the Limited Liability Company shall be 2100 SALZEDO STREET, SUITE 300, CORAL GABLES, FL 33134.

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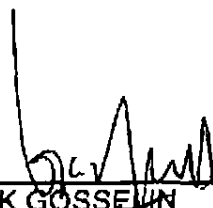
ARTICLE VI
MANAGEMENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager - managed company. The Initial Manager of the Company shall be

LOICK GOSSELIN of
2100 SALZEDO STREET, SUITE 201, CORAL GABLES, FL 33134

WITNESS the hand and seal of the Manager in Miami-Dade County, State of Florida, this 15th day of February, 2010



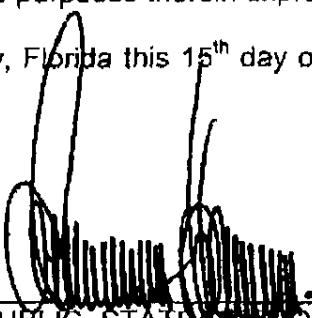
LOICK GOSSELIN
Manager

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

PERSONALLY appeared before me, LOICK GOSSELIN, who is personally known to me, or who presented his FRENCH PASSPORT, who being by me first duly sworn, acknowledges that he signed the same for the purposes therein expressed.

WITNESS my hand and seal at Miami-Dade County, Florida this 15th day of February, 2010.

NOTARY PUBLIC-STATE OF FLORIDA
Laura Kohn
Commission #DD770888
Expires: MAY 16, 2012
BONDRO THRU ATLANTIC BONDING CO., INC.



NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My commission expires:

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida statutes, the following is submitted:

FIRST: That CLIP TV, LLC, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the County of Miami-Dade, State of Florida, designates ARAZOZA & FERNANDEZ-FRAGA, P.A., as its Registered Agent to accept services within the State. The registered office of the Limited Liability Company shall be 2100 SALZEDO STREET, SUITE 300, CORAL GABLES, FL 33134.

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

The Registered Agent
Arazoza & Fernandez-Fraga, PA

By: 
Carlos F. Arazoza
Director
Date February 15, 2010

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